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December 18, 2006*

JANET L. CHUBB, ESQ.  
Nevada State Bar No. 176  
LOUIS M. BUBALA III, ESQ.  
Nevada State Bar No. 8974  
JONES VARGAS  
100 W. Liberty St, 12<sup>th</sup> Floor  
P.O. Box 281  
Reno, NV 89504-0281  
Telephone: 775-786-5000  
Fax: 775-786-1177  
Email: [jlc@jonesvargas.com](mailto:jlc@jonesvargas.com)  
and [tbw@jonesvargas.com](mailto:tbw@jonesvargas.com)  
and [lbubala@jonesvargas.com](mailto:lbubala@jonesvargas.com)

**Attorneys for Objecting JV Creditors:**  
Charles B. Anderson Trust; Rita P. Anderson  
Trust; Baltes Company; Kehl Family Members;  
Judith L Fountain Irrevocable Trust Dated  
8/26/97; and Mojave Canyon, Inc.

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEVADA**

In re:  
USA COMMERCIAL MORTGAGE COMPANY,  
Debtor.

USA CAPITAL REALTY ADVISORS, LLC, Debtor.

USA CAPITAL DIVERSIFIED TRUST DEED FUND,  
LLC, Debtor.

USA CAPITAL FIRST TRUST DEED FUND, LLC,  
Debtor.

USA SECURITIES, LLC,  
Debtor.

Affects:  
☒ All Debtors  
☒ USA Commercial Mortgage Company  
☐ USA Capital Realty Advisors, LLC  
☐ USA Capital Diversified Trust Deed Fund, LLC  
☐ USA Capital First Trust Deed Fund, LLC  
☐ USA Securities, LLC

Case No. BK-S-06-10725-LBR  
Case No. BK-S-06-10726-LBR  
Case No. BK-S-06-10727-LBR  
Case No. BK-S-06-10728-LBR  
Case No. BK-S-06-10729-LBR

Chapter 11

**AMENDED PARTIAL JOINDER IN  
OPPOSITION TO MOTION FOR  
APPROVAL OF PROCEDURES  
REGARDING ASSIGNMENTS OF  
DIRECT LENDERS' INTERESTS  
IN COMMERCIAL MORTGAGE  
LOANS (AFFECTS USA  
COMPANY)**

Hearing Date: December 19, 2006  
Hearing Time: 10:00 a.m.

The Objecting JV Creditors, Robert J. Kehl, Ruth Ann Kehl, Daniel J. Kehl, Kehl  
Development, Kevin Kehl, Kevin Kehl for Susan L. Kehl, Kevin Kehl for Andrew Kehl, Warren  
Hoffman Family Investments, LP, Judy A. Bonnet, Robert A. Kehl and Tina M. Kehl, Krystina L.  
Kehl, Christina M. Kehl, Kevin McKee, Cynthia Winter, Charles B. Anderson Trust, Rita P.

H:\Fs1Wp51\Direct Lenders\JV Direct Lenders 500953.1\Pleadings\Joinders\Joinder - Amended - Oppose Assignment Procedures (Hall

Financial).doc

JONES VARGAS  
100 W. Liberty Street, 12<sup>th</sup> Floor  
P.O. Box 281  
Reno, Nevada 89504-0281  
Tel: (775) 786-5000 Fax: (775) 786-1177

1 Anderson Trust, Baltes Company, Judith L Fountain Irrevocable Trust Dated 8/26/97, and Mojave  
 2 Canyon Inc., by and through their counsel, Janet L. Chubb, Esq., and Louis M. Bubala III, Esq., of  
 3 Jones Vargas, hereby incorporate, as if set forth herein, and join in Hall Financial Group, Ltd.'s,  
 4 and Hall Phoenix Inwood, Ltd.'s, Opposition to Motion for Approval of Procedures Regarding  
 5 Assignments of Direct Lenders' Interests in Loans, which they filed on December 8, 2006, except  
 6 that the JV Opposing Creditors exclude the following language contained therein from their  
 7 joinder:

8 USACM acts as if setoff is the only means by which it can recover  
 9 payments that it made on a loan but did not collect from a borrower.  
 10 That would only be true if there were no additional monies to be  
 11 collected on the loan but that is not the case on any of the loans to  
 12 HFG's knowledge. Page 6, lines 27 and 28 and page 7, lines 1 and 2.

13 HFG notes that both the Official Committee of Holders of Executory  
 14 Contract Rights ("Committee") and Debt Acquisition Company of  
 15 America ("DACA") have filed oppositions to the Motion. HFG  
 16 incorporates by this reference each of those oppositions with the  
 17 exception that HFG does not agree with the position of DACA as to  
 18 the Proposed Restrictions on Assignment and agrees with the  
 19 Committee that the Motion must be denied. Page 9, lines 1 - 6.

20 DATED this 18<sup>th</sup> day of December, 2006.

21 JONES VARGAS

22 By: //s// Janet L. Chubb  
 23 JANET L. CHUBB, ESQ.  
 24 LOUIS M. BUBALA, ESQ.

25 Attorneys for Objecting JV Creditors

**CERTIFICATE OF SERVICE**

1. We filed and served the following document(s) on December 18, 2006:

**AMENDED PARTIAL JOINDER IN HALL FINANCIAL GROUP, LTD.'S,  
AND HALL PHOENIX INWOOD, LTD.'S, OPPOSITION TO MOTION FOR  
APPROVAL OF PROCEDURES REGARDING ASSIGNMENTS OF  
DIRECT LENDERS' INTERESTS IN LOANS**

2. Upon filing, I served the above-named document(s) by the following means to the persons as listed below:

■ a. **ECF System** (attach the "Notice of Electronic Filing" or list all persons and addresses):

- MICHELLE L. ABRAMS mabrams@mabramslaw.com
- FRANKLIN C. ADAMS franklin.adams@bbklaw.com, arthur.johnston@bbklaw.com
- NANCY L ALLF nallf@parsonsbehle.com,  
klawrence@parsonsbehle.com;tthomas@parsonsbehle.com;ecf@parsonsbehle.com
- FRANK A. ANDERSON anderson.frank@pbgc.gov, efile@pbgc.gov
- OGONNA M. ATAMOH oatamoh@nevadafirm.com,  
bkecf@nevadafirm.com;paltstatt@nevadafirm.com;sliberio@nevadafirm.com
- KERIANN M ATENCIO ATENCIOK@GTLAW.COM
- BMC GROUP, INC. evrato@bmcgroup.com,  
ecf@bmcgroup.com;jmiller@bmcgroup.com;jbartlett@bmcgroup.com
- KELLY J. BRINKMAN kbrinkman@gouldpatterson.com
- THOMAS R BROOKSBANK tom@tombrooksbank.com, renee@tombrooksbank.com
- ANDREW M. BRUMBY abrumby@shutts-law.com, rhicks@shutts-  
law.com;lmackson@shutts-law.com
- MATTHEW Q. CALLISTER mqc@callister-reynolds.com, maggie@callister-  
reynolds.com
- CANDACE C CARLYON ltreadway@sheacarlyon.com,  
ccarlyon@sheacarlyon.com;bankruptcyfilings@sheacarlyon.com;rmsmith@sheacarlyon.c  
om
- ROB CHARLES rcharles@lrlaw.com, cjordan@lrlaw.com
- MICHAEL W. CHEN yvette@ccfirm.com
- KEVIN B. CHRISTENSEN kbchrislaw@aol.com
- JANET L. CHUBB tbw@jonesvargas.com
- JEFFREY A. COGAN jeffrey@jeffreycogan.com, sarah@jeffreycogan.com
- WILLIAM D COPE cope\_guerra@yahoo.com
- CICI CUNNINGHAM bankruptcy@rocgd.com
- LAUREL E. DAVIS bklsclv@lionelsawyer.com,  
ldavis@lionelsawyer.com;gbagley@lionelsawyer.com;ldavisesq@aol.com
- DEBT ACQUISITION COMPANY OF AMERICA V, LLC (tf) tfette@daca4.com
- THOMAS H. FELL BANKRUPTCYNOTICES@GORDONSILVER.COM
- SCOTT D. FLEMING sfleming@halelane.com,  
dbergsing@halelane.com,ecfvegas@halelane.com
- GREGORY E GARMAN bankruptcyntices@gordonsilver.com
- WADE B. GOCHNOUR wgochnour@hwmlvlaw.com, donnat@hwmlvlaw.com

JONES VARGAS  
100 W. Liberty Street, 12<sup>th</sup> Floor  
P.O. Box 281  
Reno, Nevada 89504-0281  
Tel: (775) 786-5000 Fax: (775) 786-1177

JONES VARGAS  
 100 W. Liberty Street, 12<sup>th</sup> Floor  
 P.O. Box 281  
 Reno, Nevada 89504-0281  
 Tel: (775) 786-5000 Fax: (775) 786-1177

- 1 • CARLOS A. GONZALEZ carlos.gonzalez2@usdoj.gov,  
 Darlene.Ruckard@usdoj.gov; Eunice.Jones@usdoj.gov; Sue.Knight@usdoj.gov
- 2 • GERALD M GORDON bankruptcynotices@gordonsilver.com
- 3 • R. VAUGHN GOURLEY vgourley@lvcm.com
- 4 • TALITHA B. GRAY bankruptcynotices@gordonsilver.com
- 5 • JAMES D. GREENE bknotice@schrecklaw.com
- 6 • MARJORIE A. GUYMON bankruptcy@goldguylaw.com, ddias@goldguylaw.com
- 7 • JEFFREY R. HALL jhall@sheacarlyon.com,  
 bankruptcyfilings@sheacarlyon.com; aboehmer@sheacarlyon.com; ltreadway@sheacarlyon  
 .com; rmsmith@sheacarlyon.com
- 8 • XANNA R. HARDMAN xanna.hardman@gmail.com
- 9 • STEPHEN R HARRIS noticesbh&p@renolaw.biz
- 10 • JEFFREY L HARTMAN notices@bankruptcyreno.com
- 11 • BRIGID M. HIGGINS bankruptcynotices@gordonsilver.com
- 12 • RANDOLPH L. HOWARD rhoward@klnevada.com,  
 ckishi@klnevada.com; bankruptcy@klnevada.com
- 13 • DAVID W. HUSTON dwh@hustonlaw.net, swaits@hustonlaw.net
- 14 • CHRISTOPHER D JAIME cjaime@waltherkey.com, kbernhar@waltherkey.com
- 15 • EVAN L. JAMES ejameslv@earthlink.net, kbchrislaw@aol.com
- 16 • TY E. KEHOE TyKehoeLaw@aol.com
- 17 • ROBERT R. KINAS rkinas@swlaw.com, jlustig@swlaw.com; imccord@swlaw.com
- 18 • ZACHARIAH LARSON ecf@lslawnv.com
- 19 • JOHN J. LAXAGUE jlaxague@canecclark.com
- 20 • GEORGE C LAZAR glazar@foxjohns.com, gclazar@sbcglobal.net
- 21 • NILE LEATHAM nleatham@klnevada.com,  
 ckishi@klnevada.com; bankruptcy@klnevada.com
- 22 • ROBERT C. LEPOME rlepome@cox.net, smstanton@cox.net
- 23 • ANNE M. LORADITCH ecffilings@beckleylaw.com,  
 aloraditch@beckleylaw.com; pkois@beckleylaw.com
- 24 • PATRICIA A. MARR jlllaw@leelaw.lvcoxmail.com,  
 lvlaw03@yahoo.com; mark@leelaw.lvcoxmail.com
- 25 • JAMES C. MCCARROLL , dturetsky@reedsmith.com; aleonard@reedsmith.com
- 26 • REGINA M. MCCONNELL rmccconnell@kssattorneys.com
- 27 • WILLIAM L. MCGIMSEY lawoffices601@lvcoxmail.com
- 28 • RICHARD MCKNIGHT mcknightlaw@cox.net,  
 gkopang@lawlasvegas.com; cburke@lawlasvegas.com
- JEANETTE E. MCPHERSON bkfilings@s-mlaw.com
- JEANETTE E. MCPHERSON bkfilings@s-mlaw.com
- SHAWN W MILLER bankruptcyfilings@sheacarlyon.com,  
 smiller@sheacarlyon.com; aboehmer@sheacarlyon.com; ltreadway@sheacarlyon.com; rsmit  
 h@sheacarlyon.com
- DAVID MINCIN mcknightlaw@cox.net,  
 gkopang@lawlasvegas.com; dmincin@lawlasvegas.com; cburke@lawlasvegas.com
- JOHN F MURTHA jmurtha@woodburnandwedge.com
- ERVEN T. NELSON erv@rlbolick.com, susan@rlbolick.com
- VICTORIA L NELSON bkecf@nevadafirm.com,  
 vnelson@nevadafirm.com; paltstatt@nevadafirm.com; rholley@nevadafirm.com; sliberio@  
 nevadafirm.com

JONES VARGAS  
100 W. Liberty Street, 12<sup>th</sup> Floor  
P.O. Box 281  
Reno, Nevada 89504-0281  
Tel: (775) 786-5000 Fax: (775) 786-1177

- BOB L. OLSON ecffilings@beckleylaw.com, bolson@beckleylaw.com; dgriffis@beckleylaw.com
- DONNA M. OSBORN ebaker@marquisaurbach.com, dosborn@marquisaurbach.com; tszostek@marquisaurbach.com; kgallegos@MarquisAurbach.com
- ANDREW M. PARLEN aparlen@stutman.com
- DONALD T. POLEDNAK sandplegal@yahoo.com, spbankruptcy@yahoo.com
- PAUL C RAY info@johnpeterlee.com
- SUSAN WILLIAMS SCANN sscann@deanerlaw.com, palexander@deanerlaw.com
- LENARD E. SCHWARTZER bkfilings@s-mlaw.com
- JAMES PATRICK SHEA bankruptcyfilings@sheacarlyon.com, ltreadway@sheacarlyon.com; rmsmith@sheacarlyon.com
- SHLOMO S. SHERMAN ssherman@sheacarlyon.com, aboehmer@sheacarlyon.com; bankruptcyfilings@sheacarlyon.com; ltreadway@sheacarlyon.com; rmsmith@sheacarlyon.com
- AMBRISH S. SIDHU ecf@lslawnv.com
- JEFFREY G. SLOANE gjklepel@yahoo.com, rmcconnell@kssattorneys.com
- ALAN R SMITH mail@asmithlaw.com, turk@asmithlaw.com; marsh@asmithlaw.com; darby@asmithlaw.com
- DAVID A. STEPHENS dstephens@lvcm.com
- PETER SUSI cheryl@msmlaw.com, msm@msmlaw.com
- JEFFREY R. SYLVESTER jeff@sylvesterpolednak.com, David@sylvesterpolednak.com
- CARYN S. TIJSESELING ctijsseling@beckleylaw.com, jblair@beckleylaw.com
- AMY N TIRRE atirre@kkbrf.com, lleverett@kkbrf.com
- U.S. TRUSTEE - LV - 11 USTPRegion17.lv.ecf@usdoj.gov
- GREGORY J. WALCH GWalch@Nevadafirm.com
- RUSSELL S. WALKER rwalker@wklawpc.com, eloveridge@wklawpc.com; lboynton@wklawpc.com; ckirk@wklawpc.com
- WHITNEY B. WARNICK wbw@albrightstoddard.com, bstessel@albrightstoddard.com
- WILLIAM J. WRAY wjw@oreillylawgroup.com, rh@oreillylawgroup.com, bc@oreillylawgroup.com, lc@oreillylawgroup.com, ddh@oreillylawgroup.com, mr@oreillylawgroup.com
- JOAN C WRIGHT jwright@allisonmackenzie.com, jbrooks@allisonmackenzie.com
- MATTHEW C. ZIRZOW bankruptcynotices@gordonsilver.com
- ANTHONY A. ZMAILA azmaila@nevadafirm.com, bkecf@nevadafirm.com; mbarnes@nevadafirm.com, paltstatt@nevadafirm.com

9 b. **United States mail, postage fully prepaid** (list persons and addresses):

9 c. **Personal Service** (list persons and addresses):  
I personally delivered the document(s) to the persons at these addresses:

9 For a party represented by an attorney, delivery was made by handing the document(s) to the attorney or by leaving the document(s) at the attorney's office with a clerk or other person in charge, or if no one is in charge by leaving the document(s) in a conspicuous place in the office.

JONES VARGAS  
100 W. Liberty Street, 12<sup>th</sup> Floor  
P.O. Box 281  
Reno, Nevada 89504-0281  
Tel: (775) 786-5000 Fax: (775) 786-1177

9 For a party, delivery was made by handing the document(s) to the party or by leaving the document(s) at the person's dwelling house or usual place of abode with someone of suitable age and discretion residing there.

■ d. **By direct email (as opposed to through the ECF System)** (list persons and email addresses):

**Frank Merola, Eve Karasik & Christine M. Pajak**  
fmerola@stutman.com; ekarasik@stutman.com; cpajak@stutman.com

**Marc A. Levinson & Lynn Trinka Ernce**  
malevinson@orick.com; lernce@orrick.com

**Andrew Welcher c/o William E. Winfield,**  
wwinfield@nchc.com

**Annette W. Jarvis, Steven C. Strong, & Douglas M. Monson**  
ajarvis@rqn.com; sstrong@rqn.com; dmonson@rqn.com

**Leonard E. Schwartz**  
Lschwartz@s-mlaw.com

**Gregory E. Garman**  
geg@gordonsilver.com

**Rob Charles**  
rcharles@rlaw.com

**August B. Landis**  
Augie.landis@usdoj.gov

9 e. **By fax transmission** (list persons and fax numbers):

Based upon the written agreement of the parties to accept service by fax transmission or a court order, I faxed the document(s) to the persons at the fax numbers listed below. No error was reported by the fax machine that I used. A copy of the record of the fax transmission is attached.

9 f. **By messenger:**

I served the document(s) by placing them in an envelope or package addressed to the persons at the addresses listed blow and providing them to a messenger for service. (A declaration by the messenger must be attached to this Certificate of Service).

**I declare under penalty of perjury that the foregoing is true and correct.**

DATED this 18<sup>th</sup> day of December, 2006.

\_\_\_\_\_  
Name Tawney Waldo

\_\_\_\_\_  
Signature //s// Tawney Waldo